

CONSTITUTION

1 NAME

1.1 The Association shall be known as The Parker and Seal Sailing Association.

2 OBJECTS

2.1 The objects of the Association are: -

- 2.1.1 to promote full enjoyment and interest in the ownership of "Seal Class" and "Parker Lift Keel" sailing yachts ("Association Yacht");
- 2.1.2 to provide a means of communication for Members and other interested parties;
- 2.1.3 to organise sailing events and other activities for Members;
- 2.1.4 to encourage and support groups of Members at suitable locations in the UK and elsewhere to form Area Groups, and
- 2.1.5 to further the above objects and development of the Association for the benefit of the Members.

2.2 The Association is a non-profit-making organisation. All surplus income will be used to maintain or improve the facilities of the Association in line with its objects.

2.3 No surplus income will be distributed except as provided for under clause 16.2.

3 MEMBERSHIP

3.1 The Association shall consist of the following categories of Membership: -

3.1.1 Ordinary Membership shall be open to: -

- 3.1.1.1 any person who fully or in part owns at the time of application and at the time of renewal an Association Yacht;
- 3.1.1.2 Ordinary Members who have disposed of their Association Yacht but who choose to maintain uninterrupted membership thereafter;
- 3.1.1.3 persons who have a stated intention to purchase an Association Yacht. Such membership to be for an initial period of one year and thereafter subject to the approval of the National Committee;
- 3.1.1.4 the family and regular crew of Ordinary Members; and
- 3.1.1.5 persons whose names have been proposed to and approved by the National Committee.

3.1.2 Honorary Life Membership may be extended to any person who is deemed to have contributed in a particular way to the Association.

3.1.3 President. The Association may appoint as President a person who has made an outstanding contribution to the Association over a number of years.

- 3.2 Ordinary Members shall be entitled to vote, serve in Office, and generally participate in all administration as well as in the activities of the Association.
- 3.3 Honorary Life Members shall have all the benefits of Ordinary Membership but will not be required to pay an annual subscription.
- 3.4 The President shall have all benefits of Honorary Life Membership and, if required, shall act as a consultant to the National Committee.
- 3.5 Applications for and renewal of Ordinary Membership shall be made on the official form and shall be returned to the Honorary Secretary, accompanied by the appropriate subscription.
- 3.6 Proposals for Honorary Life Membership shall be submitted to the National Committee and approved in General Meeting.
- 3.7 The total number of such Honorary Life Members shall not at any time exceed five per cent of the total number of Ordinary Members nor shall the total number of Honorary Life Members at any one time exceed six in number.
- 3.8 Proposals for the appointment of a President shall be submitted to the National Committee and approved in General Meeting.
- 3.9 It is an implied condition of membership that each Member of the Association undertakes to abide by this Constitution and the National Committee may suspend and/or terminate the Membership of any person for any breach of the Constitution or for conduct tending to bring the Association into disrepute or for conduct contrary to the spirit of the Association.
- 3.10 Any Member having a relevant business interest shall disclose such interest in writing to the Honorary Secretary when proposed for any Association Office or appointment or when negotiating for a contract with the Association for the supply of goods and/or services.
- 3.11 Any person who ceases to be a Member for any reason shall immediately cease to hold any Association Office or appointment and shall deliver to the Honorary Secretary all Association property that is in his/her possession.

4 SUBSCRIPTIONS

- 4.1 The relevant annual subscription payable by the Member on joining and thereafter on 1st January in each year shall be of such amount as shall be recommended by the National Committee from time to time and approved in General Meeting.
- 4.2 Members joining after 1st October in any year shall not be required to pay an additional subscription for the following year.
- 4.3 The membership of any Member failing to pay his or her subscription within one month following the renewal date shall be deemed to have lapsed.

5 EXECUTIVE

- 5.1 The conduct and affairs of the Association shall be managed by a National Committee.
- 5.2 The National Committee shall be comprised of not more than nine and not less than three elected or appointed Ordinary Members.
- 5.3 The Officers of the Association shall be as a minimum: Commodore, Honorary Secretary and Honorary Treasurer. Additional Officers covering Vice Commodore, Rear Commodore(s), Membership Secretary and Sailing Secretary may be elected as the requirements of the Association dictate.

- 5.4 The Flag Officers of the Association are the Commodore, Vice Commodore and Rear Commodore(s) as elected.
- 5.5 Officers and Committee members shall be elected at the AGM to hold office from the conclusion of the meeting at which they were elected until the conclusion of the following year's AGM.
- 5.6 The National Committee shall be empowered to co-opt any Member for specific duties, including that of Area Officer, Fleet Captain, Webmaster, Newsletter Editor, Regalia Officer and Sub-committee member.
- 5.7 Nominations for Officers and National Committee shall be submitted to the Honorary Secretary not less than 28 days prior to the Annual General Meeting. Such nominations shall bear the signature of the Proposer, Seconder and Nominee and shall state the post nominated for.
- 5.8 Existing Officers and National Committee members may offer themselves for re-election, save that an incumbent Commodore shall not serve for more than a term of five years.
- 5.9 Any Officer or National Committee member wishing to resign from the National Committee shall give at least one month's notice to the Honorary Secretary who shall immediately notify all National Committee members.
- 5.10 As soon as possible the National Committee shall appoint an Ordinary Member to fill any vacancy arising on the National Committee until the next AGM.
- 5.11 As soon as possible the National Committee shall designate one of its members other than a co-opted member to fill any Office that becomes vacant until the next AGM.
- 5.12 The National Committee shall meet three times a year and at such additional times as may be deemed necessary. Not less than 21 days notice shall be given of the meeting dates. The agenda and all reports and papers to be discussed shall be posted or delivered to all National Committee members seven days in advance of the date fixed.
- 5.13 At all meetings of the National Committee the senior Flag Officer present shall be the Chairperson.
- 5.14 At all meetings of the National Committee each Officer and National Committee member shall have one vote. Co-opted members shall be entitled to vote only in respect of the purpose for which they are co-opted.
- 5.15 All National Committee decisions shall be by simple majority with the Chairperson having an additional casting vote in the event of an equal vote for and against any resolution.
- 5.16 A quorum for National Committee meetings shall comprise three National Committee members including one Flag Officer and one other office holder.
- 5.17 A quorum for Sub-committee meetings shall comprise three Members of which at least one shall be a National Committee member.

6 RESPONSIBILITIES OF THE NATIONAL COMMITTEE

- 6.1 The National Committee shall have responsibility for the formulation of Association policy, administration and the development of the Association in line with the Association's objectives. Its duties shall include; recruitment, Membership records, activities and benefits, annual handbook, website and newsletter production and liaison with the Association Yacht builder.
- 6.2 To assist in routine tasks the National Committee is authorised to contract with any entity for specific goods and/or services under terms acceptable to the Treasurer and authorised by the National Committee. The National Committee may specifically delegate its authority as required.

- 6.3 A member of the National Committee, of a sub-committee or any Officer of the Association, in transacting business for the Association, shall disclose to third parties that he or she is so acting.
- 6.4 The National Committee is authorised by and responsible to the Association for the orderly control of the Association's finances, including investment of surplus funds, in such a manner as it shall, in its absolute discretion, think fit. This delegated authority, intended to permit the day-to-day running of the Association, shall not at any time permit the National Committee to reduce the Association's accumulated reserves below 25% of the annual forecast subscription income.

7 AREA GROUPS

- 7.1 Area Groups may be formed to promote locally the objectives of the Association for the benefit of local members and those visiting from other Areas.
- 7.2 Each Area Group shall be organised by an Area Officer chosen by the local members. The Area Officer shall be responsible to the National Committee.
- 7.3 The formation and continuation of an Area Group shall be subject to the approval of the National Committee.
- 7.4 Area Groups may on application to the Honorary Treasurer and approval by the National Committee receive financial support.

8 ANNUAL GENERAL MEETING (AGM)

- 8.1 The AGM of the Association shall be held within 10 months of the end of the financial year.
- 8.2 An Ordinary Member, Honorary Life Member and the President (together, Entitled Members) shall each have one vote.
- 8.3 Notice of the AGM shall be sent to all Entitled Members not less than two months prior to the date fixed for such AGM and shall be accompanied by details of vacancies on the National Committee and of the Officers and National Committee members seeking re-election.
- 8.4 An agenda, minutes of the preceding AGM, nominations for Office and National Committee, details of any resolutions and/or Special resolutions including proposals for changes to the constitution, and an audited statement of accounts, together with forms for proxy and postal voting, shall be sent to all Entitled Members not less than 21 days prior to the date fixed for such AGM.
- 8.5 An Entitled Member may exercise his/her right to vote without attending the AGM by appointing the Chairperson or another Entitled Member as proxy, subject to having informed the Honorary Secretary of his intention to do so, and having given a written authorisation to the Chairperson or Entitled Member acting on his/her behalf.
- 8.6 The senior Flag Officer present shall be the Chairperson of the AGM.
- 8.7 A quorum for an AGM shall be 20 Entitled Members. In the event of a quorum not being present within half an hour of the time fixed the AGM will be adjourned for 28 days. All Members shall be immediately notified thereof including any change of place and time. On an adjournment the quorum shall be 12 Entitled Members.
- 8.8 Voting shall be the sum of the proxy and postal votes and the vote of those Entitled Members present. The Chairman shall have an additional casting vote in the event of an equal vote for and against any resolution.

- 8.9 Approval of resolutions shall be by simple majority. Approval of Special resolutions shall require a majority of two-thirds of the votes cast.
- 8.10 At the AGM the National Committee shall propose the election for the ensuing year of an Honorary Auditor whose duty it shall be to audit the accounts of the Association. The Honorary Auditor may be a Member of the Association.

9 EXTRAORDINARY GENERAL MEETING (EGM)

- 9.1 An EGM may be called at the request of the National Committee or at the signed request of not less than 10 Entitled Members of the Association. Such request should be sent to the Honorary Secretary accompanied by the Special resolution or Special resolutions to be proposed at such EGM.
- 9.2 Business shall be restricted solely to that (those) Special resolution(s), for which the EGM has been called to discuss.
- 9.3 Notice of the EGM shall be sent to all fully paid-up Members not less than 28 days prior to the date fixed for such EGM providing details of its date, time and venue, together with the Special resolution(s) to be proposed and forms for proxy and postal voting.
- 9.4 The Chairperson of the EGM, the required quorum, voting procedure and approval of Special resolution(s) shall be in accordance with sub-clauses 8.4 to 8.9 inclusive of this Constitution.

10 ASSOCIATION & MEETING RECORDS

- 10.1 The Honorary Secretary shall conduct the correspondence of the Association, retain custody of all Association documents and generally preserve the records of the Association.
- 10.2 The Honorary Secretary or if elected the Membership Secretary shall keep a register of the names and addresses of the Members of the Association.
- 10.3 The Honorary Secretary or, in his/her absence, another member of the National Committee shall record minutes of all proceedings of all meetings. The Honorary Secretary shall forward copies of the minutes to all National Committee members and others as determined by the meeting.
- 10.4 Sub-committees shall distribute minutes of their meetings to the National Committee upon request.
- 10.5 The Honorary Secretary shall ensure that a copy of the Association's current Constitution is published in its annual handbook.

11 ACCOUNTS

- 11.1 It shall be the duty of the Honorary Treasurer to exercise budgetary and financial control and to create and maintain a complete and accurate record of the Association's finances. The Treasurer shall produce at each National Committee Meeting a statement of the Association's current finances, and at each Annual General Meeting shall present a balance sheet and full financial statement for the preceding year that have previously been audited by the Honorary Auditor and approved by the National Committee.
- 11.2 The Association's financial year shall be from October 1st to September 30th.
- 11.3 Subscriptions and all other payments shall be remitted to the Honorary Treasurer. All cheques, money orders etc., shall be made payable to "The Seal Sailing Association" and crossed "& Co."
- 11.4 The Association's Bankers shall be decided by the National Committee.
- 11.5 Cheques paid out on behalf of the Association shall be signed by any two of the following Officers: - Commodore, Vice Commodore, Honorary Treasurer or Honorary Secretary.

- 11.6 The Honorary Treasurer shall ensure that the financial affairs of the Association are conducted in such a manner as to ensure that the Association's income is outside the scope of tax so far as the current law allows and he/she shall immediately report any change in the laws of tax that might render the Association liable for such tax.

12 MARINE INSURANCE

- 12.1 The National Committee shall regularly undertake a risk assessment relating to the activities of the Association and the Honorary Treasurer shall put in place such marine and indemnity insurance cover as considered appropriate and approved by the National Committee.
- 12.2 All Members must each carry adequate third party indemnity insurance to participate in any event organised under the auspices of the Association.

13 FLAGS

- 13.1 The flags of the Association shall be as follows: -

- 13.1.1 the Burgee shall consist of a solid black silhouette of a seal mammal within a solid white circle on an orange background, and a black band along its top and bottom edges;
- 13.1.2 the Commodore's flag shall be a swallow-tailed flag consisting of a solid black silhouette of a seal mammal within a solid white circle on an orange background and a black band along all its edges save the hoist; and
- 13.1.3 the Vice Commodore's flag shall be as the Commodore's flag but in addition have a single white ball in the upper canton.
- 13.1.4 the Rear Commodore's flag shall be as the Commodore's flag but in addition have two white balls in the upper canton.

14 ADVERTISING

- 14.1 No person, firm or company shall use the name or Flags of the Association or make reference to the Association for trade or profit, unless authorised by the National Committee.
- 14.2 The Association annual handbook is copyright. It is published only for the personal use of Members and, other than authorised advertisements appearing therein, may not be used for any commercial purpose whatsoever, even by Members.

15 ALTERATION OF CONSTITUTION

- 15.1 Proposals for changes to the Constitution shall be submitted to the National Committee.
- 15.2 Any alteration to the Constitution shall be proposed as a Special resolution and approved in General Meeting.

16 DISSOLUTION OF THE ASSOCIATION

- 16.1 Any resolution for the dissolution of the Association shall be proposed as a Special resolution.
- 16.2 In the event that a Special resolution for the dissolution of the Association is approved in General Meeting, the National Committee shall thereupon, or at such future date as may be specified in the dissolution resolution, proceed to realise the assets of the Association and, after the discharge of all liabilities, any surplus funds of the Association shall be donated to the Royal National Lifeboat Institution.

17 AFFILIATION

- 17.1 The Association shall be affiliated to the Royal Yachting Association and as such Members must comply with the rules and prescriptions of the Royal Yachting Association.

18 LIABILITY

- 18.1 All Members shall note that National Committee members and others organising events do so voluntarily and free of charge and that neither the Association nor any of its Officers, National Committee members or other representatives shall in any circumstances be held liable for any damage, loss or injury to a Member, his/her crew, his/her vessel or equipment whether through negligence or otherwise of any other Member or organiser arising from any event or activity organised by or on behalf of the Association.
- 18.2 Association sailing events are organised on the basis that boats make their own way to a destination but may choose, if they so wish, to sail in company with other boats. Sailing in company means no more than making a passage in the company of one or more boats. Although skippers and/or crews may view it as providing mutual support, the responsibility of each vessel to the others remains precisely the same as that required under Maritime law as to rendering assistance to other vessels in difficulties. There are no implied rules, each skipper makes his/her own decisions, is in sole control of his/her vessel and has complete responsibility for his/her vessel and crew.
- 18.3 Members and their guests therefore participate in Association events and activities entirely at their own risk and must rely on their own experience and their own knowledge of the weather, tide, sea conditions, navigation etc. All entries for Association events and activities are accepted on these conditions.

19 DATA PROTECTION ACT

- 19.1 The Association is considered to be exempt from any requirement to register under the Data Protection Act 1998 by virtue of its objectives. However, the Association shall uphold the principles of the Act in the interests of its membership, using information and personal data held solely for the purposes of maintaining the activities of the Association.
- 19.2 All Members are informed that the Association's records of Membership, Subscriptions and Boats are kept on computer and in the absence of contrary written instructions to the Honorary Secretary, each Member is deemed to have consented to the maintenance and treatment of his/her personal data in accordance with this clause.

Adopted by the Association at its Annual General Meeting held on 9th March 2003 and amended for the change of Name at the meeting held on 4th February 2007.